UNITED S	STATES BA	NKKUP	TCY (OURT
SOUTHE	RN DISTRI	CT OF N	EW Y	ORK

	X	
In re:	:	Chapter 11
	:	Case No. 08-13555 (SCC)
LEHMAN BROTHERS HOLDINGS INC., et al.,		` ,
	:	
Debtors.	:	
	X	

ORDER APPROVING (I) MOTION TO RENEW MOTION TO ALLOW DISCLOSURE OF DERIVATIVES QUESTIONNAIRES PURSUANT TO SECTION 107(A) OF THE BANKRUPTCY CODE AND (II) USE AND CONFIDENTIALITY PROCEDURES

Upon the Motion to Renew the Motion to Allow Disclosure of the Derivatives Questionnaires Pursuant to Section 107(a) of the Bankruptcy Code (the "Motion"), dated October 30, 2015, of Lehman Brothers Holdings Inc. ("LBHI"), as Plan Administrator under the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors, and on behalf of such affiliated Debtors (collectively, "Lehman"); and the United States Bankruptcy Court for the Southern District of New York having previously entered an order dated June 9, 2015 [Docket No. 49936] (the "Initial Order") allowing disclosure of derivatives questionnaires as to parties that did not object (the "Non-Objecting Parties") to the Motion to Allow Disclosure of Derivatives Questionnaires Pursuant to Section 107(a) of the Bankruptcy Code [Docket No. 48939] (the "Initial Motion"); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, Loretta C.J.); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the motion having been provided in accordance with the procedures set forth in

Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed thereto in the Motion.

the Second Amended Order Implementing Certain Notice and Case Management Procedures entered June 17, 2010 [Dkt. No 9635] (the "Case Management Order") to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) all parties who have requested notice in these chapter 11 cases; and (vii) all parties who filed an objection to the Initial Motion; and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and any exhibits filed in support thereof, the responses and objections thereto, if any, and Lehman's reply (the "Reply") in support of the Motion; and Lehman having engaged in further negotiations and discussions with the parties that objected to the Motion (the "Objecting Parties") in an effort to resolve their objections; and Lehman having proposed certain use and confidentiality procedures to apply to the use of the Derivatives Questionnaires (as set forth below, the "Confidentiality Procedures") as one alternative to resolve the objections to the Motion; and the parties listed on Schedule I annexed to this Order (the "Confidentiality Parties") having indicated that the Confidentiality Procedures are acceptable, and having agreed to resolve their objections to the Motion by implementation of the Confidentiality Procedures; and the Court having determined that as to Lehman and the Confidentiality Parties, the Confidentiality Procedures represent a fair and reasonable compromise that is in the best interests of Lehman and the Confidentiality Parties, and that the legal and factual bases set forth in the Motion and the Reply establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED that the Motion is granted as to the Confidentiality Parties on the terms and conditions set forth herein; and it is further

ORDERED that nothing herein shall modify the relief granted by the Initial Order as to the Non-Objecting Parties; and it is further

ORDERED that notwithstanding anything to the contrary in the Bar Date Order, Lehman is authorized to use and produce the Confidentiality Parties' Derivatives Questionnaires as set forth herein; and it is further

ORDERED that the Confidentiality Procedures are hereby approved; and it is further

ORDERED that the following Confidentiality Procedures shall apply to the use of the

Confidentiality Parties' Derivatives Questionnaires:

- 1. The Confidentiality Parties' Derivatives Questionnaires will remain unredacted and intact.
- 2. The Confidentiality Parties' Derivatives Questionnaires may be used by Lehman in the same manner as Lehman currently is permitted to use them, with no restrictions or limitations on the number or identity of Lehman business people or experts that may use them.
- 3. Lehman may use the Confidentiality Parties' Derivatives Questionnaires as discovery materials, and produce them to its adversaries, in connection with litigation, mediation, arbitration, negotiation, and settlement (each herein a "Proceeding"), under general protective orders or agreements that prohibit the receiving counterparties from using the materials outside the Proceeding ("Receiving Counterparties"), who agree in writing to the requirements set forth for Receiving Counterparties in paragraphs 4, 5, and 6 below.
- 4. Receiving Counterparties may disclose the Confidentiality Parties' Derivatives Questionnaires to their attorneys, experts, and up to ten (10) business people employed by the Receiving Counterparty who sign an undertaking that they will not use

the materials outside the Proceeding; <u>provided that</u> the ten (10) business-person limit shall not apply if (i) the implicated Confidentiality Party consents to additional disclosure, or (ii) a court order, upon reasonable notice to the implicated Confidentiality Party and a hearing, if requested by the Confidentiality Party and granted by the Court, permits additional disclosure.

- 5. Lehman shall maintain in a password-protected folder a list of Receiving Counterparties, as well as a subfolder where Receiving Counterparties will deposit copies of the undertakings of any business people that have received these materials. The Confidentiality Parties shall have access to the list, as well as to the information in this subfolder. Lehman shall not have access to the contents of the subfolder. Lehman shall not be obligated to include on the list information identifying Receiving Counterparties (including employee names) who assert a reasonable interest in keeping their identity secret (*e.g.*, they do not want others to know about their participation in a mediation). The determination of whether a counterparty's interest in nondisclosure of their identity is reasonable is left to the discretion of Lehman.
- 6. In the event Lehman or any of the Receiving Counterparties seek to file publicly any information from the Confidentiality Parties' Derivatives Questionnaires, the party seeking to file it shall give 5 business days' notice to any implicated Confidentiality Party so that the Confidentiality Party may move the Court to protect the information by filing under seal or otherwise. This requirement would apply equally to information in the Confidentiality Parties' Derivatives Questionnaires concerning asserted Default Rates with respect to terminated ISDA-based transactions, along with any information needed to identify the source of those Default Rates. Each of the Confidentiality Parties will actively provide to Lehman, and maintain a single contact

email distribution address ("Confidentiality Party Contact Email") to receive such notices and will be responsible for ensuring that whoever needs to receive such notice at any given time will receive it by use of that email address.

- 7. Lehman may also share the Confidentiality Parties' Derivatives Questionnaires with direct or indirect subsidiaries of Lehman Brothers Holdings Inc. as of September 12, 2008 that are currently debtors subject to insolvency proceedings other than the above-captioned jointly administered bankruptcy cases that agree in writing to abide by the terms of this Order (the "Non-LBHI Entities") for their use in the litigation, mediation, arbitration, negotiation, and settlement of claims and such Non-LBHI Entities will be permitted to use the Confidentiality Parties' Derivatives Questionnaires in the same manner as Lehman may, specifically:
 - a. the Non-LBHI Entities may use the Confidentiality Parties' Derivatives Questionnaires in the same manner as Lehman currently is permitted to use them, with no restrictions or limitations on the number or identity of Non-LBHI Entity business people or experts that may use them;
 - b. the Non-LBHI Entities may produce the Confidentiality Parties' Derivatives Questionnaires as discovery materials to Receiving Counterparties in connection with Proceedings under general protective orders or agreements that prohibit the receiving counterparties from using the materials outside the Proceeding, who agree in writing to the requirements set forth for Receiving Counterparties in paragraphs c, d, and e below;
 - c. Receiving Counterparties may disclose the Confidentiality Parties' Derivatives Questionnaires to their attorneys, experts, and up to ten (10) business people employed by the Receiving Counterparty who sign an undertaking that they will not use the materials outside the Proceeding; provided that the ten (10) businessperson limit shall not apply if (i) any implicated Confidentiality Party consents to additional disclosure, or (ii) a court order, upon reasonable notice to the implicated Confidentiality Party and a hearing, if requested by the Confidentiality Party and granted by the Court, permits additional disclosure;
 - d. Each Non-LBHI Entity that receives the Confidentiality Parties' Derivatives Questionnaires shall maintain in a password-protected folder a list of Receiving Counterparties that have received the Confidentiality Parties' Derivatives Questionnaires, as well as a subfolder where Receiving

Counterparties will deposit copies of the undertakings of any business people that have received these materials. The Confidentiality Parties shall have access to the list, as well as to the information in this subfolder. The Non-LBHI Entities shall not have access to the contents of the subfolder. The Non-LBHI Entities shall not be obligated to include on the list information identifying Receiving Counterparties (including employee names) who assert a reasonable interest in keeping their identity secret (e.g., they do not want others to know about their participation in a mediation). The determination of whether a Receiving Counterparty's interest in nondisclosure of their identity is reasonable is left to the discretion of the applicable Non-LBHI Entity.

e. In the event any Non-LBHI Entity or any of the Receiving Counterparties seek to file publicly any information from the Confidentiality Parties' Derivatives Questionnaires, the party seeking to file it shall give 5 business days' notice to any implicated Confidentiality Party so that the Confidentiality Party may move the Court to protect the information by filing under seal or otherwise. This requirement would apply equally to information in the Confidentiality Parties' Derivatives Questionnaires concerning asserted Default Rates with respect to terminated ISDA-based transactions, along with any information needed to identify the source of those Default Rates. Lehman will provide to the applicable Non-LBHI Entity the applicable Confidentiality Party Contact Email to receive such notices.

and it is further

ORDERED that this Order shall be effective and enforceable immediately upon entry; and it is further

ORDERED that neither this Order nor any Confidentiality Party's acceptance of the Confidentiality Procedures approved herein shall constitute an admission, agreement, or finding or determination concerning the discoverability or relevance or admissibility of any Derivative Questionnaire in any Proceeding; and it is further

ORDERED that this Order is without prejudice to the rights of claimants in litigation currently pending with Lehman to seek additional discovery from Lehman; and it is further

ORDERED that this Court retains jurisdiction to interpret, implement, and enforce the provisions of this Order.

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Dated: November 24, 2015 New York, New York

> /S/ Shelley C. Chapman HONORABLE SHELLEY C. CHAPMAN UNITED STATES BANKRUPTCY JUDGE

Schedule I

(Confidentiality Parties)

Absa Bank Limited

Advisors Trust re UBS PACE Alternative Strategies Investments Portfolio

Alphadyne International Master Fund, Ltd.

AMP Capital Investors Limited on behalf of FD International Bond Fund 3

Banca Nazionale del Lavoro S.p.A.

Banc of America Securities Limited

Bank of America Corporation as successor by merger to Merrill Lynch & Co., Inc.

Bank of America, N.A.

Bank of America, N.A., as Trustee Agent and Derivatives Agent on Behalf of Lehman Mortgage Trust, Series 2005-3

Bank of America, N.A., as Trustee Agent and Derivatives Agent on Behalf of Lehman XS Trust, Series 2006-19

Bank of America, N.A., as Trustee Agent and Swap Agent on Behalf of Structured Asset Investment Loan Trust, Series 2005-1

Bank of America, National Association, as Trustee on Behalf of CEAGO ABS CDO 2007-1

Bank of America, National Association, as Trustee on Behalf of Lehman XS Trust, Series 2006-11

Bank of America, National Association, as Trustee on Behalf of Lehman XS Trust, Series 2006-15

Bank of America, National Association, as Trustee on Behalf of Structured Asset Investment Loan Trust. Series 2004-4

Bank of America, National Association, as Trustee on Behalf of Structured Asset Investment Loan Trust, Series 2005-2

Bank of America, National Association, as Trustee on Behalf of Structured Asset Securities Corporation, 2005-NC1

Bank of America, National Association, as Trustee on Behalf of Structured Asset Securities Corporation, 2006-RF1

Banque Generale du Luxembourg

Banque Generale du Luxembourg (f/k/a Fortis Bank Luxembourg)

Bank of Montreal

Barclays Bank plc

Barclays Bank S.A.

Barclays Capital Inc.

Barclays Capital Securities Limited

Barclays Multi-Manager Fund PLC

Barclays Wealth Managers France SA

Baupost Limited Partnership 1983 A-1

Baupost Limited Partnership 1983 B-1

Baupost Limited Partnership 1983 C-1

Baupost Value Partners, L.P.-I

Baupost Value Partners, L.P.-II

Baupost Value Partners, L.P.-III

Bell Atlantic Master Trust

BNP Paribas Fin'AMS

BNP Paribas Gestion CB-CDS

BNP Paribas SA

BOC Pensions Limited acting as Trustee of the BOC Pension Investment Fund

Central States, Southeast & Southwest Areas Pension Fund

Coal Staff Superannuation Scheme Trustees Limited acting as Trustee of the British Coal Staff Superannuation Scheme (Investment Grade Corporate Credit)

Coal Staff Superannuation Scheme Trustees Limited Acting as Trustee of the British Coal Staff Superannuation Scheme c/o Goldman Sachs Asset Management International

Commonwealth Bank Officers Superannuation Corporation Pty Limited as Trustee for the Officers' Superannuation Corporation Fund

Compagnie d'Investissements de Paris S.A.S.

CooperNeff Master Fund I Segregated Portfolio Company SPC

CR Firenze Gestion Internationale S.A. acting as Manager of the Giotto Lux Fund - Global

Credit Bond Portfolio

Crescent 1, LP

CRS Fund Ltd.

Cyrus Europe Master Fund, Ltd.

Cyrus Opportunities Master Fund II, Ltd.

D. E. Shaw Oculus Portfolios, LLC

D.E. Shaw Composite Portfolios, LLC

D.E. Shaw Dihedral Portfolios, LLC

D.E. Shaw Laminar Portfolios, LLC

D.E. Shaw Valence Portfolios, LLC

DB Energy Trading LLC

De La Rue Pension Trustee Limited acting as Trustee of the De La Rue Pension Scheme

Deutsche Bank AG

Deutsche Bank AG, London Branch

Federal Home Loan Bank of Atlanta

Fixed Income Funds - Long Duration Plus Fixed Income Fund

Fortis Bank (Nederland) N.V.

Fortis Bank NV/SA

Fortis Energy Marketing & Trading GP

Fortis Investment Management Belgium N.V./S.A.

Fortis Investment Management France

Fortis Investment Management Luxembourg S.A.

Fortis Portfoy Yonetimi

GE Financial Markets

Goldman Sachs & Co. Profit Sharing Master Trust

Goldman Sachs Asset Management

Goldman Sachs Bank USA

Goldman Sachs Catastrophe Risk Premium Opportunities Master Fund II, L.P.

Goldman Sachs Credit Opportunities 2008 Master Fund, L.P.

Goldman Sachs Credit Opportunities Institutional 2008 Fund, L.P.

Goldman Sachs Dynamic Risk Master Fund Offshore, Ltd.

Goldman Sachs Emerging Markets Opportunities Fund Offshore, Ltd.

Goldman Sachs Emerging Markets Opportunities Fund, LLC

Goldman Sachs Euro Core Liquidity Fund

Goldman Sachs Funds – Goldman Sachs Euro Fixed Income Plus Portfolio

Goldman Sachs Funds – Goldman Sachs Sterling Broad Fixed Income Plus

Goldman Sachs Funds SICAV -

Goldman Sachs Funds SICAV - Goldman Sachs Global

Goldman Sachs Global Alpha Dynamic Risk Fund, LLC

Goldman Sachs Global Alpha Fund plc

Goldman Sachs Global Alpha Fund, L.P.

Goldman Sachs Global Currency Fund

Goldman Sachs Global Currency Fund – Dollar Plus

Goldman Sachs Global Currency Fund – Euro Plus

Goldman Sachs Global Opportunities Fund Offshore, Ltd.

Goldman Sachs Global Opportunities Fund, LLC

Goldman Sachs GSIP Master Company (Ireland) Limited

Goldman Sachs International

Goldman Sachs International Bank, Seoul Branch

Goldman Sachs Investment Partners Master Fund, L.P.

Goldman Sachs Lending Partners LLC

Goldman Sachs LIP Credit Opportunities 2008 Fund, L.P.

Goldman Sachs Liquidity Partners 2007 Offshore, L.P.

Goldman Sachs Liquidity Partners 2007, L.P.

Goldman Sachs Mortgage Credit Opportunities Fund, L.P.

Goldman Sachs Mortgage Credit Opportunities Offshore Fund, L.P.

Goldman Sachs Quantitative Commodities Master Fund Institutional, Ltd.

Goldman Sachs Quantitative Commodities Master Fund Offshore, Ltd.

Goldman Sachs Quantitative Commodities Master Fund, LLC

Goldman Sachs Quantitative Strategies Emerging Markets Master Fund, L.P.

Goldman Sachs SMC Credit Opportunities 2008 Fund, L.P.

Goldman Sachs Trust - Goldman Sachs Core Plus Fixed Income Fund

Goldman, Sachs & Co.

Group Pension Scheme

Hawai 2 Fund

Hawai 2 PEA Fund

Hawai Fund

Hawai PEA Fund

HB Institutional Limited Partnership

Health Super Pty Ltd acting as Trustee of the Health Super Fund

Highbridge Asia Strategies Master Fund, L.P.

Highbridge Convertible Arbitrage Master Fund, L.P.

Highbridge International LLC

HSBC Bank Pension Trust (UK) Limited acting as Trustee of the HSBC Bank (UK) Pension Scheme

ICL Pension Trust Ltd acting as Trustee of the ICL Common Investment Fund

Intel Corporation Retirement Profit Sharing Plan

ITV Pension Scheme Limited acting as Trustee of the ITV Pension Scheme

J Sainsbury Common Investment Fund Limited acting as Trustee of the J Sainsbury Pension & Death Benefit Scheme and the J Sainsbury Executive Pension Scheme

J. Aron & Company

Jefferies LLC, f/k/a Jefferies & Company, Inc.

JPMorgan Chase 401(k) Savings Plan

Korea Investment Corporation (Enhanced Passive Global Fixed Income Plus Portfolio)

LBCCO-1 L.L.C.

Liberty Harbor Master Fund I, L.P.

Libra CDO Limited, by Bank of America, N.A., as successor by merger to LaSalle Bank National Association, as Trustee

Magnetar Capital Master Fund, Ltd

Magnetar Constellation Fund II, Ltd

Magnetar Constellation Master Fund III, Ltd

Magnetar Constellation Master Fund, Ltd

Magnetar Structured Credit Fund, LP

Marks & Spencer Pension Trust Limited

Merrill Lynch

Merrill Lynch Bank & Trust Co.

Merrill Lynch Capital Services Inc.

Merrill Lynch Commodities (Europe) Limited

Merrill Lynch Commodities, Inc.

Merrill Lynch Credit Products, LLC

Merrill Lynch International

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Merrill Lynch International Bank Limited

Ministry of Economy and Finance of the Republic of Panama

Morgan Stanley & Co. International plc

Morgan Stanley & Co. LLC (f/k/a Morgan Stanley & Co. Incorporated)

Morgan Stanley Alpha Advantage European Bond Fund II

Morgan Stanley Alpha Advantage European Fixed Income Fund

Morgan Stanley and affiliates

Morgan Stanley Capital Group Inc.

Morgan Stanley Capital Services LLC (f/k/a Morgan Stanley Capital Services Inc.)

Morgan Stanley Investment Management Inc.

MSIM Inc., Seed Capital Hedging Account

National Railroad Retirement Investment Trust (Active Country and Currency Strategy)

Natixis

Natixis Financial Products Inc.

Northern Trust Fund Services (Ireland) Ltd. on behalf of the IBM Global Strategy Fund, Global Bond Sub-Fund

Ontario Teachers' Pension Plan Board

PB Institutional Limited Partnership

Pentwater Credit Partners Fund Ltd.

Pentwater Growth Fund Ltd.

Perry Partners International, Inc.

Perry Partners, L.P.

Provident Fund Scheme

Puerto Rico AAA Portfolio Target Maturity Fund, Inc.

Puerto Rico Fixed Income Fund V, Inc.

Putnam Absolute Return Fixed Income Fund

Putnam Asset Allocation Funds - Growth Portfolio

Putnam Canadian Global Trust - Putnam Canadian Fixed Income Long Fund

Putnam Credit Hedge Fund, L.P.

Putnam Europe Equity Fund

Putnam Floating Rate Income Fund

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Putnam Funds Trust - Putnam International Growth and Income Fund

Putnam Global Funds - Putnam Worldwide Income Fund

Putnam Global Income Trust

Putnam High Yield Advantage Fund

Putnam High Yield Fixed Income Fund, LLC

Putnam High Yield Trust

Putnam Income Strategies Fund

Putnam International Equity Fund

Putnam International Equity Fund, LLC

Putnam International Trust

Putnam Investment Holdings, LLC - International Core Concentrated Equity - Institutional Incubated Fund

Putnam Investment Holdings, LLC - Putnam Global Growth Equity Fund - Institutional Incubated Fund

Putnam New Flag Euro High Yield Fund Plc

Putnam PSVF Liability Funding Portfolio

Putnam Retirement Advantage GAA Balanced Portfolio

Putnam Retirement Advantage GAA Conservative Portfolio

Putnam Retirement Advantage GAA Equity Portfolio

Putnam Retirement Advantage GAA Growth Portfolio

Putnam Retirement Advantage GAA Income Strategies Portfolio

Putnam Structured Opportunities Fund, Ltd.

Putnam Total Return Fund, Ltd.

Putnam Total Return Trust

Putnam Variable Trust - Putnam VT High Yield Fund

Putnam Variable Trust - Putnam VT International Equity Fund

Putnam Variable Trust - Putnam VT International Growth and Income Fund

Putnam Variable Trust - Putnam VT International New Opportunities Fund

Putnam World Trust - Putnam Emerging Information Sciences Fund

Putnam World Trust - Putnam Global Fixed Income Alpha Fund S1

Putnam World Trust - Putnam Global Fixed Income Alpha Fund S2

Putnam World Trust - Putnam Global High Yield Bond Fund

Putnam World Trust - Putnam International (Non U.S. Core) Equity Fund

Putnam World Trust - Putnam Investors (U.S. Core Equity) Fund

Putnam World Trust - Putnam New Opportunities (U.S. Aggressive Growth Equity) Fund

Putnam World Trust - Putnam Total Return Fund

Pyxis ABS CDO 2007-1 Ltd., by Bank of America, N.A., as successor by merger to LaSalle Bank National Association, as Trustee

Pyxis ABS CDO 2007-1 Ltd., by Bank of America, N.A., as successor by merger to LaSalle Bank National Association, as Trustee

Queensland Investment Corporation as Trustee of QIC Diversified Fixed Interest Fund No. 1

Serengeti Asset Management, LP

Societe Generale

South Africa Reserve Bank

State Board of Administration of Florida

State Street Bank and Trust Company

State Street Bank and Trust Company Ltd. - Pacific Libor Alpha Cayman Unit Trust

State Street Bank and Trust Company, as Trustee of Ares XII CLO

State Street Cayman Trust Company Limited, as Trustee

State Street Cayman Trust Company, Ltd acting as Trustee of Global LIBOR Alpha Cayman

State Street Global Advisors

The Babcock Pension Trust Limited acting as Trustee of the Babcock International Group plc

The Boeing Company Employee Retirement Plan Master Trust

The Coast Fund, L.P.

The Foundation for Social Entrepreneurs acting as Trustee of the Millennium Awards Trust

The Goldman Sachs Foundation

The Goldman Sachs Trust Company N.A. acting as Trustee of Goldman Sachs Collective Trust

The Royal Bank of Scotland plc

The Royal Bank of Scotland N.V.

The Trustees of the Scotia Gas Networks Pension Scheme

The Trustees of the Serco Pension and Life Assurance Scheme

Trustees of Hospital Authority Provident Fund Scheme acting as Trustee for Hospital Authority

Trustees of The Tyco UK Pension Common Investment Fund

UBS AG

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UBS Global Asset Management (Americas) Inc. acting as Manager of UBS PACE Select
Unit Trust in respect of its sub-trust GMT LIBOR Alpha Cayman Unit Trust
Verizon Veba Partnership Fundamental Currency Overlay - Trading Account
Westpac Banking Corporation
YB Institutional Limited Partnership